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DA 05-1928
Released: June 30, 2005

**DOMESTIC SECTION 214 APPLICATIONS FILED FOR TRANSFER OF CONTROL
OF BE MOBILE COMMUNICATIONS, INCORPORATED, AND BENTLEYVILLE
COMMUNICATIONS CORPORATION, TO FAIRPOINT COMMUNICATIONS, INC.,
AND MJD VENTURES, INC.**

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 05-215

Comments Due: July 14, 2005
Reply Comments Due: July 21, 2005

On June 10, 2005, the shareholders of Bentleyville Communications Corporation ("Bentleyville") and FairPoint Communications, Inc. ("FairPoint") and FairPoint's wholly-owned subsidiary, MJD Ventures, Inc. ("MJD") (Fairpoint and MJD referred to collectively as "Transferees") filed an application requesting authority to transfer control of Bentleyville and its wholly-owned subsidiary BE Mobile Communications, Incorporation ("BE Mobile," hereinafter referred to collectively with Bentleyville as "Transferors") to the Transferees.¹

Applicants seek streamlined treatment for this transaction on a case-by-case basis, as the transaction is not entitled to presumptive streamlined treatment under section 63.03(b)(2)(iii) of the Commission's rules. Applicants control incumbent local exchange carriers (LECs) that have, in combination, fewer than 2% of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping service areas. However, two of the LECs at issue in this transaction have adjacent service areas.² Because the Applicants have adjacent service areas, this application is not subject to streamlined treatment.³

¹ The Applicants filed an amendment to clarify their application on June 29, 2005. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic 214 application is without prejudice to Commission action on other related, pending applications.

² The service area of Bentleyville Telephone Company ("Bentleyville Telephone") shares a boundary with that of Marianna and Scenery Hill Telephone Company, a subsidiary of FairPoint.

³ See 47 C.F.R. § 63.03(b)(2)(iii); *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, 5534 (2002), para. 32.

Bentleyville, a Pennsylvania corporation, operates three divisions, Bentleyville Telephone, Bentleyville Cable TV Company, and Bentcom.net. Bentleyville Telephone serves the Boroughs of Bentleyville and Ellsworth and the Townships of Fallowfield, Somerset and West Pike Run, all of which are located in Washington County, Pennsylvania. Bentleyville Cable TV Company provides cable television service in Scenery Hill, North Bethlehem Township, the Boroughs of Bentleyville and Ellsworth, and sections of Anwell Township, Somerset Township, Fallowfield Township, and South Strabane Township in Pennsylvania. Bentcom.net provides dial-up Internet access and web hosting services. BE Mobile, a Pennsylvania corporation and a wholly-owned subsidiary of Bentleyville, is a long distance reseller and the holder of domestic and international Section 214 authorizations. Bentleyville also holds two certificates of public convenience issued by the Pennsylvania Public Utility Commission for competitive local exchange services and competitive access service. No customers are currently served pursuant to either authorization. The ten percent or greater owners of Bentleyville are David J. Carlisle (12.19%); Kenneth B. Carlisle, II (12.48%); and Robert J. Lauric and Joyce Watson Lauric (13.00%), all of whom are U.S. citizens.

FairPoint, a Delaware corporation, is a telecommunications holding company that owns and operates 27 rural local exchange carriers in 17 states, including Pennsylvania. FairPoint's subsidiaries operate 143 local telephone exchanges, providing local exchange telephone services, enhanced call features, long distance toll services, digital subscriber line services, Internet access, advanced data services, and cable television services. MJD, a Delaware business corporation, is an intermediate holding company within the FairPoint organization and is wholly-owned by FairPoint. MJD has oversight of 18 of FairPoint's incumbent local exchange subsidiaries. In Pennsylvania, FairPoint and MJD own Marianna and Scenery Hill Telephone Company. Marianna and Scenery Hill is a local exchange carrier that operates two local exchanges in portions of Washington and Greene counties, Pennsylvania, serving the communities of Marianna, Deemston, Scenery Hill, Cokeburg, Long Pine, and Ten Mile, Pennsylvania. The ten percent or greater owners of FairPoint are: Thomas H. Lee Equity Fund IV, L.P., a Delaware limited partnership, (11.8%); and Kelso Investment Associates, V, L.P., a Delaware limited partnership (10%). The general partner of Thomas H. Lee Equity Fund IV, L.P. is THL Equity Advisors, IV, LLC. No single individual or entity holds a 10% or greater interest in THL. The general partner of Kelso Investment Associates V, L.P., is Kelso Partners V, L.P. In turn, Kelso Partners V, L.P., and Kelso Equity Partners V, L.P., are controlled by Messrs. Frank T. Nickell, Joseph S. Schuchert, Thomas R. Wall, IV, George E. Matelich, Michael B. Goldberg, David I. Wahrhaftig, Frank K. Bynum, Jr., Philip E. Berney, Frank J. Loverro, and James J. Connor, II, each of whom is a U.S. citizen. Public shareholders hold 72% of FairPoint's common stock, and no new individual shareholder directly or indirectly owns 10 percent or more of the common stock.

Under the terms of the proposed transaction, FairPoint Bentleyville Corporation ("FairPoint Bentleyville"), a wholly-owned subsidiary of MJD created for the purpose of this transaction, will be merged with and into Bentleyville, parent corporation of BE Mobile, with Bentleyville being the surviving corporation. As of the effective date of the merger, the separate

existence of FairPoint Bentleyville shall cease. The transaction will result in FairPoint and MJD control of Bentleyville and its wholly-owned subsidiary BE Mobile.

The Applicants assert that the proposed transaction is in the public interest because it will have no adverse impact upon competition, and the regulated local exchange and exchange access services, rates, and practices of Bentleyville will not change as a result of the transaction.

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a non-streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file **comments on or before July 14, 2005** and **reply comments on or before July 21, 2005.**⁴ Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998).

Comments filed through the ECFS can be sent as an electronic file via the Internet to <<http://www.fcc.gov/e-file/ecfs.html>>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send e-mail to ecfs@fcc.gov, and should include the following words in the subject line "get form <your e-mail address>." A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, commenters must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, S.W., Washington, D.C.

⁴ See 47 C.F.R. § 63.03(a).

20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

In addition, one copy of each pleading must be sent to each of the following:

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, www.bcpiweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Tracey Wilson-Parker Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C212, Washington, D.C. 20554; e-mail: tracey.wilson-parker@fcc.gov;
- (3) Adam Kirschenbaum, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C211, Washington, D.C. 20554; e-mail: adam.kirschenbaum@fcc.gov;
- (4) Renee R. Crittendon, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C311, Washington, D.C. 20554; e-mail: renee.crittendon@fcc.gov;
- (5) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: james.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C., 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpiweb.com.

For further information, please contact Tracey Wilson-Parker, at (202) 418-1394, or Adam Kirschenbaum at (202) 418-7280.

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